

1 JONATHAN ACKER SHAPIRO (SBN 257199)
2 *JShapiro@goodwinlaw.com*
3 **GOODWIN PROCTER LLP**
4 3 Embarcadero Center
San Francisco, CA 94111
Tel.: 415.733.6202
Fax: 415.276.3064

5 NICOLE L. CHESSARI (SBN 259970)
6 *NChessari@goodwinlaw.com*
7 **GOODWIN PROCTER LLP**
8 601 Marshall Street
Redwood City, CA 94063
Tel.: 650.752.3100
Fax: 650.853.1038

9 ROBERT TIEFENBRUN (SBN 310975)
10 *RTiefenbrun@goodwinlaw.com*
11 **GOODWIN PROCTER LLP**
12 601 South Figueroa Street, Suite 4100
Los Angeles, CA 90017
Tel.: 213.426.2500
Fax: 213.623.1673

13 *Attorneys for Defendant*
14 **CHRISTOPHER COOPER**

15 [ADDITIONAL COUNSEL ON SIGNATURE PAGE]

16
17 **UNITED STATES DISTRICT COURT**
18 **NORTHERN DISTRICT OF CALIFORNIA**
19 **OAKLAND DIVISION**
20

21 STEPHEN ROSSI, individually and on behalf
22 of all others similarly situated,

23 Plaintiffs,

24 v.

25 ANTHONY DECHELLIS, CHRISTOPHER
26 COOPER, and MORGAN STANLEY & CO.
LLC,

27 Defendants.

Case No. 4:24-cv-01674-HSG

**JOINT STIPULATION AND ORDER (I)
CONCERNING REMAND AND (II) TO
STAY PROCEEDINGS**

Courtroom: 2 (4th Floor)
Judge: Hon. Haywood S. Gilliam, Jr.

28
JOINT STIPULATION AND ORDER (I) CONCERNING REMAND AND (II) TO
STAY PROCEEDINGS
CASE NO. 4:24-cv-01674-HSG

Pursuant to Civil Local Rule 7-12, Plaintiff Stephen Rossi (“Plaintiff”) and Defendants Anthony DeChellis, Christopher Cooper, and Morgan Stanley & Co. LLC (collectively, “Defendants” and, together with Plaintiff, the “Parties”), by and through their undersigned counsel, hereby stipulate as follows:

WHEREAS, on February 15, 2024, Plaintiff commenced this action against Defendants by filing the Complaint (ECF No. 1-2) in the Superior Court of the State of California, County of Santa Clara (the “State Court”), Case No. 24CV431200;

WHEREAS, on March 18, 2024, Defendants removed this action from State Court to this Court (ECF No. 1);

WHEREAS, on March 27, 2024, Plaintiff filed an Administrative Motion To Consider Whether Cases Should Be Related (No. 4:23-cv-02277-HSG, ECF No. 86) (the “Administrative Motion”), which sought to have this case deem related to *Stevenson v. Becker*, No. 4:23-cv-02277-HSG (N.D. Cal.) (“*Stevenson*”), and *Rossi v. Becker*, No. 4:23-cv-02335-HSG (N.D. Cal.) (“*Rossi I*”) and reassigned to this Court;

WHEREAS, on April 11, 2024, the Court issued an order deeming this action related to *Stevenson*, and reassigned the action to this Court (ECF No. 19);

WHEREAS, on March 25, 2024, the Parties filed a Joint Stipulation to Extend Time to Respond to the Complaint (ECF No. 14), which extended Defendants’ time to respond to the Complaint pending a decision on Plaintiff’s then-forthcoming Administrative Motion;

WHEREAS, plaintiffs in *Stevenson* and *Rossi I* filed motions to remand those actions to the State Court, (the “Remand Motions”), and the Parties to the *Stevenson* and *Rossi I* actions briefed and argued those motions to remand before the Honorable Haywood S. Gilliam, Jr. (*Stevenson*, ECF. Nos. 56, 66, 70, 77; *Rossi I*, ECF. Nos. 39, 49, 50, 57);

WHEREAS, on March 28, 2024, this Court denied the Remand Motions (No. 4:23-cv-02277-HSG, at ECF No. 87; No. 4:23-cv-02335-HSG, at ECF No. 60, the “March 28 Order”) and further held that “the interests of clarity would be best served by definitive guidance from the Ninth Circuit as to the recurring legal question of whether Section 22(a) of the 1933 Securities

1 Act [(“1933 Act”)] bars removal of even actions ‘related to’ a bankruptcy action pursuant to
2 Section 1452(a),” and thus directed the Parties to the *Stevenson* and *Rossi I* actions to submit a
3 stipulation and proposed order certifying an interlocutory appeal of the March 28 Order to the
4 U.S. Court of Appeals for the Ninth Circuit pursuant to 28 U.S.C. § 1292(b) (the “Interlocutory
5 Appeal”);

6 WHEREAS, Plaintiff believes remand of this action to State Court is appropriate on the
7 same bases set forth in the Remand Motions, and Defendants oppose remand;

8 WHEREAS, Plaintiff and Defendants agree that the March 28 Order shall be
9 determinative of whether this action is remanded to the State Court unless the March 28 Order is
10 reversed, vacated, or modified by the Interlocutory Appeal in which case the determination of the
11 remand issue by the U.S. Court of Appeals for the Ninth Circuit in the Interlocutory Appeal shall
12 be determinative of whether this action is remanded to the State Court;

13 WHEREAS, on April 11, 2024, pursuant to stipulation, the Court ordered that, upon a
14 ruling relating this action to the *Stevenson* and *Rossi I* actions that the parties to this action shall
15 submit a stipulation, subject to Court approval, staying the proceedings in this case pending
16 determination of the Interlocutory Appeal (ECF No. 22);

17 WHEREAS, the Parties agree that staying the proceedings in this action pending the
18 resolution of the forthcoming Interlocutory Appeal will best serve the interests of judicial
19 economy, conservation of time and resources, and orderly management of this action;

20 WHEREAS, the Parties previously stipulated to one extension of Defendants’ time to
21 respond to the Complaint pending a decision on the Administrative Motion; the Parties do not
22 enter into this stipulation for the purpose of delay, and the Court has not yet scheduled any pre-
23 trial or trial dates; and

24 WHEREAS, no party will be prejudiced by this stipulated stay.

25 NOW THEREFORE, the Parties hereby stipulate and agree as follows:

26 1. The March 28 Order shall be binding on the Parties with respect to, and
27 determinative of, whether this action shall be remanded to the State Court, unless the March 28
28

1 Order is reversed, vacated, or modified by the Interlocutory Appeal, in which case the
2 determination of the remand issue by the U.S. Court of Appeals for the Ninth Circuit in the
3 Interlocutory Appeal shall be determinative of whether this action is remanded to the State Court.

4 2. The proceedings in district court in this action will be stayed pending the
5 resolution of the forthcoming Interlocutory Appeal, no Defendant shall have any obligation to
6 answer or otherwise respond to the Complaint prior to resolution of the forthcoming Interlocutory
7 Appeal and a schedule is thereafter set for Defendants to respond, and all other deadlines in this
8 action shall be adjourned *sine die* pending resolution of the Interlocutory Appeal. This Stipulation
9 is entered into without prejudice to any party seeking any interim relief.

10 3. Nothing in this Stipulation shall be construed as a waiver of any of Defendants'
11 rights or positions in law or equity, or as a waiver of any defenses, except as to sufficiency of
12 service of process, that Defendants would otherwise have, including, without limitation,
13 jurisdictional defenses.

14 **IT IS SO STIPULATED.**
15
16
17
18
19
20
21
22
23
24
25
26
27
28

1 Dated: April 16, 2024

Respectfully submitted,

2 GOODWIN PROCTER LLP

3
4 By: /s/ Nicole L. Chessari

NICOLE L. CHESSARI (SBN 259970)

NChessari@goodwinlaw.com

601 Marshall Street

Redwood City, CA 94063

Tel.: 650.752.3100

Fax: 650.853.1038

8 JONATHAN ACKER SHAPIRO (SBN
257199)

JShapiro@goodwinlaw.com

3 Embarcadero Center

San Francisco, CA 94111

Tel.: 415.733.6202

Fax: 415.276.3064

12 ROBERT TIEFENBRUN (SBN 310975)

RTiefenbrun@goodwinlaw.com

601 South Figueroa Street, Suite 4100

Los Angeles, CA 90017

Tel.: 213.426.2500

Fax: 213.623.1673

16 *Attorneys for Defendant Christopher Cooper*

18 BRAUN HAGEY & BORDEN LLP

19
20 By: /s/ Michael S. Palmieri

Ellen Leonida (SBN 184194)

Andrew Levine (SBN 278246)

Andre Fontana (SBN 324801)

351 California Street, 10th Floor

San Francisco, California 94104

Tel.: 415.599.0210

Email: *leonida@braunhagey.com*

levine@braunhagey.com

fontana@braunhagey.com

1 Jason C. Rubinstein (appearance *pro hac vice*)
2 Michael S. Palmieri (appearance *pro hac vice*)
3 Dania Bardavid (appearance *pro hac vice*)
4 FRIEDMAN KAPLAN SEILER
5 ADELMAN & ROBBINS LLP
6 7 Times Square
7 New York, New York 10036
8 Tel: 212.833.1100
9 Email: jrubinstein@fklaw.com
10 mpalmieri@fklaw.com
11 dbardavid@fklaw.com

12 *Attorneys for Defendant Anthony DeChellis*

13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
SHEARMAN & STERLING LLP

By: /s/ Daniel Lewis

Adam Hakki (appearance *pro hac vice*)
Daniel Lewis (appearance *pro hac vice*)
Joshua Ebersole (appearance *pro hac vice*)
599 Lexington Avenue
New York, NY 10022
Tel.: 212.848.4000
Fax: 212.848.7179
Email: adam.hakki@shearman.com
daniel.lewis@shearman.com
joshua.ebersole@shearman.com

Daniel H.R. Laguardia (SBN 314654)
140 New Montgomery Street, 10th Floor
San Francisco, CA 94105-2997
Tel.: 415.616.1100
Fax: 415.616.1199
Email: daniel.laguardia@shearman.com

*Attorneys for Defendant Morgan Stanley & Co.
LLC*

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

By: /s/ Sean Greene

Adam E. Polk (SBN 273000)
apolk@girardsharp.com
Sean Greene (SBN 328718)
sgreene@girardsharp.com
GIRARD SHARP LLP
601 California Street, Suite 1400
San Francisco, CA 94108
Telephone: (415) 981-4800
Facsimile: (415) 981-4846

David W. Hall (SBN 274921)
dhall@hallfirmlltd.com
Armen Zohrabian (SBN 230492)
azohrabian@hallfirmlltd.com
THE HALL FIRM, LTD.
Four Embarcadero Center, Suite 1400
San Francisco, CA 94104
Telephone: (415) 766-3534
Facsimile: (415) 402-0058

Attorneys for Plaintiff Stephen Rossi

PURSUANT TO STIPULATION, IT IS SO ORDERED:

Dated: 4/16/2024


HONORABLE HAYWOOD S. GILLIAM, JR.
UNITED STATES DISTRICT JUDGE